

**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

IN RE GALENA BIOPHARMA, INC.
SECURITIES LITIGATION,

Case No. 3:14-cv-00367-SI

**FINAL ORDER AND JUDGMENT
OF DISMISSAL WITH PREJUDICE**

WHEREAS, Class Representatives Kisuk Cho, Anthony Kim, Pantelis Lavidas, and Joseph Buscema (collectively, “Class Representatives”), on behalf of themselves and the class and Defendants The DreamTeam Group, LLC, together with MissionIR and all of their parents, subsidiaries, affiliates, predecessors-in-interest, successors-in-interest, current or former directors, officers, owners, members, employees, attorneys, accountants, insurers, agents, representatives, principals, assigns, subrogees, stockholders, partners, trustees, heirs, beneficiaries, servants, all persons claiming rights derivatively from them, and all other persons or entities otherwise affiliated with or related to DreamTeam Group LLC or MissionIR (“DreamTeam”), Michael McCarthy (“McCarthy”), Lidingo Holdings, LLC (“Lidingo”) and Kamilla Bjorlin (“Bjorlin,” and with DreamTeam, McCarthy, and Lidingo, “Settling Defendants” and together with the Class Representatives, the “Settling Parties”) have entered into a Stipulation and Agreement of Settlement dated May 17, 2017 (the “Stipulation”) that provides for a complete dismissal with prejudice of the claims asserted against the Settling Defendants in the above-referenced litigation (the “Action”) on the terms and conditions set forth in the Stipulation, subject to the approval of this Court (the “Remaining Defendants Settlement”);

WHEREAS, this Final Order and Judgment (the “Final Order and Judgment”) hereby incorporates by reference the definitions in the Remaining Defendants Settlement Stipulation, and unless otherwise indicated herein, the capitalized words and terms shall have the same

meaning as they have in the Remaining Defendants Settlement Stipulation (certain of which are repeated herein for ease of reference only);

WHEREAS, by Order dated June 27, 2017 (the "Preliminary Approval Order"), this Court: (a) preliminarily approved the Settlement; (b) ordered that notice of the proposed Settlement be provided to potential Class Members; (c) provided Class Members with the opportunity to object to the proposed Remaining Defendants Settlement; and (d) scheduled a hearing to consider the Remaining Defendants Settlement;

WHEREAS, due, adequate and sufficient notice of the Remaining Defendants Settlement and the hearing has been given to the Settlement Class, which notice complied in all respects with requirements of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause) and all other applicable law and rules;

WHEREAS, the respective Settling Parties have appeared through their attorneys of record and the opportunity to be heard has been given to all other persons requesting to be heard in accordance with the notice procedures set forth in the Preliminary Approval Order;

WHEREAS, the Settlement Class has been adequately represented by Plaintiffs and Co-Class Counsel in connection with the claims asserted against the Settling Defendants in the Action;

WHEREAS, this Court conducted a hearing on November 17, 2017 to consider, among other things, whether the terms and conditions of the Remaining Defendants Settlement are fair, reasonable and adequate and should therefore be approved, and whether a judgment should be entered dismissing the Action with prejudice as against the Remaining Defendants and providing for the resolution, discharge, dismissal and settlement of each of the Released Plaintiffs' Claims

and Released Remaining Defendants' Claims as against each of the Released Persons (the "Settlement Hearing"); and

WHEREAS, the Court having reviewed and considered the Remaining Defendants Settlement Stipulation, all papers filed and proceedings held herein in connection with the Remaining Defendants Settlement, all oral and written comments received regarding the proposed Remaining Defendants Settlement, and the record in the Action, and good cause appearing therefore;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED:

1. The Court has jurisdiction over the subject matter of the Action and all matters relating to the Remaining Defendants Settlement, as well as jurisdiction over all parties to the Action, including the Settling Parties and each of the Settlement Class Members.

2. This Final Order and Judgment incorporates and makes a part hereof the Remaining Defendants Settlement Stipulation filed with the Court on May 17, 2017.

3. The Court finds that the dissemination of the Notice and publication of the Summary Notice: (a) were implemented in accordance with the Court's Preliminary Approval Order; (b) constituted the best notice reasonably practicable under the circumstances; (c) constituted notice that was reasonably calculated under the circumstances to apprise the Class Members of: (i) the pendency of the Action, (ii) the effect of the Remaining Defendants Settlement (including the Releases provided for therein), (iii) the request for reimbursement of litigation expenses to Co-Class Counsel, (iv) their right to object to the Remaining Defendants Settlement and/or the request for reimbursement of litigation expenses to Co-Class Counsel, and (vii) their right to appear at the Settlement Hearing; (d) constituted due, adequate and sufficient notice to all Persons entitled to receive notice of the proposed Remaining Defendants Settlement;

and (e) satisfied the requirements of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4, et seq.) (the “PSLRA”), and all other applicable law and rules.

4. Pursuant to, and in accordance with the Federal Rules of Civil Procedure, this Court hereby fully and finally approves the Remaining Defendants Settlement set forth in the Stipulation in all respects (including, without limitation, the amount of the Remaining Defendants Settlement, the Releases provided for therein and the dismissal with prejudice of each and every one of the Released Plaintiffs’ Claims and Released Remaining Defendants’ Claims (the “Released Claims”) against the Released Parties). The Court further finds that the Remaining Defendants Settlement is: (a) in all respects, fair, reasonable and adequate and is in the best interests of Plaintiffs and the other Class Members; and (b) is the result of arm’s-length negotiations between experienced counsel representing the interests of the respective Settling Parties.

5. As of the Effective Date, all of the claims asserted against the Remaining Defendants by the Plaintiffs and each and every one of the other Class Members are hereby dismissed on the merits and with prejudice.

6. The Settling Parties and their counsel are hereby authorized and directed to consummate the Remaining Defendants Settlement in accordance with the terms and provisions of the Remaining Defendants Settlement Stipulation and this Judgment. The Settling Parties shall bear their own costs and expenses, except as otherwise expressly provided in the Stipulation.

7. The terms of the Remaining Defendants Settlement Stipulation and of this Final Order and Judgment shall forever be binding on Plaintiffs and each and every one of the other

Plaintiffs' Released Parties (regardless of whether or not any individual Class Member submitted a Claim Form).

8. The Released Parties set forth in Sections 1 of the Stipulation, together with the definitions contained in Section 1 of the Remaining Defendants Settlement Stipulation relating thereto (certain of which are repeated herein below), are expressly incorporated herein in all respects. The Released Parties are effective as of the Effective Date.

9. This Court orders that, as of the Effective Date:

(a) each and every one of the Released Claims as against each and every one of the Released Parties by each and every one of the Released Parties is hereby completely, fully, finally and forever dismissed, compromised, settled, released, relinquished and discharged with prejudice by virtue of this Final Order and Judgment;

(b) each and every one of the Plaintiffs' Released Parties (regardless of whether or not that person actually submits a Claim Form, seeks or obtains a distribution from the Net Settlement Fund), is entitled to receive such a distribution under the Plan of Allocation or has objected to the Settlement or the application for litigation expenses to Co-Class Counsel shall: (i) have, and by operation of law and this Final Order and Judgment be deemed to have, completely, fully, finally, and forever dismissed, released, relinquished and discharged with prejudice each and every one of the Remaining Defendants' Released Parties from each and every one of the Released Plaintiff Claims; (ii) forever and permanently be barred and enjoined by operation of law and this Final Order and Judgment from filing, commencing, intervening in, participating in (as a class member or otherwise), instituting, maintaining, prosecuting, seeking relief in (including filing an application or motion for preliminary or permanent injunctive relief) or receiving any recovery, remedy, benefits or other relief from, any other lawsuit, action,

arbitration, other proceeding or order in any jurisdiction that asserts, is based on, arises from or relates in any way to any or all of the Released Plaintiffs' Claims against any or all of the Settling Defendants' Released Parties; and (iii) have, and by operation of law and this Final Order and Judgment be deemed to have, covenanted not to sue any or all of the Settling Defendants' Released Parties with respect to each and every one of the Released Plaintiffs' Claims; and

(c) each and every one of the Remaining Defendants' Released Parties shall: (i) have, and by operation of law and this Final Order and Judgment be deemed to have, completely, fully, finally, and forever dismissed, released, relinquished and discharged with prejudice each and every one of the Plaintiffs' Released Parties from each and every one of the Released Remaining Defendants' Claims; (ii) forever and permanently be barred and enjoined by operation of law and this Final Order and Judgment from filing, commencing, intervening in, participating in (as a class member or otherwise), instituting, maintaining, prosecuting, seeking relief in (including filing an application or motion for preliminary or permanent injunctive relief) or receiving any recovery, remedy, benefits or other relief from, any other lawsuit, action, arbitration, other proceeding or order in any jurisdiction that asserts, is based on, arises from or relates in any way to any or all of the Released Remaining Defendants' Claims against any or all of the Plaintiffs' Released Parties; and (iii) have, and by operation of law and this Final Order and Judgment be deemed to have, covenanted not to sue any or all of the Plaintiffs' Released Parties with respect to each and every one of the Released Remaining Defendants' Claims.

10. The effectiveness of the provisions of this Final Order and Judgment and the rights and obligations of the Settling Parties under the Remaining Defendants Settlement (including without limitation the Releases contained herein) shall not depend on, or be

conditioned on or subject in any way to, the resolution of any orders, proceedings, rulings, consideration, appeals or other matters concerning, relating to, based upon or arising out of: (a) the application for reimbursement of litigation expenses to Co-Class Counsel in connection with the Settlement (including the allocation of such fees among counsel); (b) the Plan of Allocation; and/or (c) the Galena Settlement.

11. Nothing contained in this Final Order and Judgment shall preclude any action to enforce the terms of the Remaining Defendants Settlement Stipulation or this Final Order and Judgment, including, without limitation, the Released Parties provided for herein.

12. The Court finds and concludes that the Settling Parties and their respective counsel have complied in all respects with the requirements of Rule 11 of the Federal Rules of Civil Procedure in connection with the commencement, maintenance, prosecution, defense and/or settlement of the Action. The Court further finds that Plaintiffs and Co-Class Counsel adequately represented the Class Members for purposes of entering into and implementing the Remaining Defendants Settlement.

13. This Final Order and Judgment, the facts and terms of the Remaining Defendants Settlement and Stipulation (including all exhibits thereto) as well as all negotiations, discussions, acts performed, agreements, drafts, documents signed and proceedings in connection with the Remaining Defendants Settlement:

(a) shall not be described as, construed as, interpreted as, or offered or received against any of the Remaining Defendants' Released Parties as evidence of and/or deemed to be evidence of any presumption, concession or admission by any of the Remaining Defendants' Released Parties as to: (i) the truth of any fact alleged in the Complaint; (ii) the validity of any claim that has been or could have been asserted in the Action or in any other litigation; (iii) the

deficiency of any defense that has been or could have been asserted in the Action or in any other litigation; and/or (iv) any liability, negligence, misconduct, inaction, fault, or wrongdoing of any sort on their part as alleged in the Complaint;

(b) shall not be described as, construed as, interpreted as or offered or received against Plaintiffs or any other Class Member as evidence of any infirmity in the claims of said person or that damages recoverable from the Remaining Defendants would not have exceeded the Settlement Amount;

(c) shall not be described as, construed as, interpreted as, offered or received against any of the Settling Parties as an admission or concession that the consideration to be given in the Remaining Defendants Settlement represents the amount which could be or would have been awarded to any Class Member after trial;

(d) shall not be construed, offered, interpreted, denied or received in evidence or otherwise against any of the Settling Parties in any other civil, criminal, regulatory or administrative action, litigation or proceeding, except in connection with any action, litigation or proceeding to enforce the terms of the Stipulation, the Remaining Defendants Settlement and/or this Final Order and Judgment; and

(e) shall not be deemed or construed to create any inferences of any damages, or lack of damages, suffered by Plaintiffs or any of the other Class Members.

14. Notwithstanding anything in Paragraph 13 above, any of the Released Persons may file, offer, cite, refer to or otherwise employ the Stipulation, this Final Order and Judgment and/or the Remaining Defendants Settlement in the Action (or any other action or proceeding that may be brought against them): (a) to enforce the terms of this Final Order and Judgment, the Remaining Defendants Settlement, and/or the Stipulation; (b) to enforce or effectuate the

Releases provided under this Final Order and Judgment and the Stipulation; and/or (c) to support a defense or counterclaim based on principles of res judicata, collateral estoppel, release and discharge, good faith settlement, judgment bar or reduction, any theory of claim preclusion or issue preclusion or similar defense or counterclaim.

15. Without affecting the finality of this Final Order and Judgment in any way, this Court retains continuing and exclusive jurisdiction over: (a) the Settling Parties for purposes of the administration, interpretation, implementation and enforcement of the Remaining Defendants Settlement; (b) the disposition of the Settlement Fund; (c) Class Members for all matters relating to the Action; and (d) any motion to approve the Class Distribution Order.

16. Without further approval from the Court, Plaintiffs and the Remaining Defendants are hereby authorized to agree to and adopt such amendments and modifications of the Remaining Defendants Settlement Stipulation or any exhibits attached thereto to effectuate this Remaining Defendants Settlement that: (a) are not materially inconsistent with this Final Order and Judgment; and (b) do not materially limit the rights of Settlement Class Members in connection with the Remaining Defendants Settlement. Without further order of the Court, Plaintiffs and the Remaining Defendants may agree to reasonable extensions of time to carry out any provisions of the Remaining Defendants Settlement.

17. The Remaining Defendants Settlement resolves all claims against all remaining defendants in this case. Accordingly, the Clerk of the Court is directed to enter final judgment in this case.

18. In the event that the Remaining Defendants Settlement is terminated pursuant to the terms of the Remaining Defendants Settlement Stipulation or the Effective Date otherwise

does not occur: (a) the Remaining Defendants Settlement and the Remaining Defendants Settlement Stipulation shall be null and void and without prejudice to, or force and effect to or upon, the rights of the Settling Parties, and none of their terms shall be effective or enforceable except as provided in the Remaining Defendants Settlement Stipulation; (b) the Settling Parties shall be deemed to have reverted to their respective litigation positions in the Action immediately as of May 17, 2017; (c) except as otherwise expressly provided in the Remaining Defendants Settlement Stipulation and this Final Order and Judgment, the Settling Parties shall proceed in all respects as if the Remaining Defendants Settlement Stipulation, this Final Order and Judgment, the Preliminary Approval Order and any other orders of the Court relating to the Remaining Defendants Settlement had not been entered, except as otherwise provided by the Stipulation; and (e) this Final Order and Judgment shall be vacated, rendered null and void and be of no further force or effect, except as otherwise provided by the Remaining Defendants Settlement Stipulation.

SO ORDERED this 21st day of November, 2017.

/s/ Michael H. Simon

The Honorable Michael H. Simon
United States District Judge